

**9-1-1Colorado Foundation**  
**Minutes of January 11, 2010 Meeting of Board of Directors.**

The Annual Meeting of the Board of Directors of 9-1-1Colorado Foundation, a Colorado corporation, was called to order on January 11, 2010, at 10:00 a.m., at 3801 E. Florida Avenue, Suite 400, Denver, Colorado.

The directors present were: P. Bryan Bassett, Chairperson, Roger Crosby, Vice Chairperson, and Michael L. Glaser. The directors absent were: Janice Hunt and William J. Schueller. Also in attendance was Joseph P. Benkert, the Corporation's CEO, Secretary and Treasurer.

The meeting was properly convened, a quorum was present and the Directors were ready to transact business.

*Nomination and Election of Directors, Chair and Vice Chair.*

The Chair called for nominations for the Board of Directors for 2010. Mr. Glaser nominated the current Board of Directors, each member to continue as a Director for 2010. The nominations were seconded by Mr. Bassett. There being no other nominations, nominations were closed. By unanimous consent, the nominees were each elected to serve as Director for 2010.

The Chair announced that the Directors elected to serve during 2010 are P. Bryan Bassett, Roger Crosby, Michael L. Glaser, Janice Hunt and William J. Schueller. The Chair announced that a quorum was present, and opened the floor for nominations for Chair and Vice Chair.

Mr. Glaser nominated Mr. Bassett to serve as Chair, and Mr. Bassett nominated Mr. Crosby to serve as Vice Chair, and the nominations were seconded by Mr. Crosby. There being no other nominations, nominations were closed. By unanimous consent, Mr. Bassett was elected to serve as Chair and Mr. Crosby was elected to serve as Vice Chair.

*Approval of Minutes.*

Mr. Benkert presented the minutes of the November 16, 2009 Board of Director's Meeting. Mr. Bassett moved that the minutes be approved as written. Mr. Crosby seconded the motion, and the motion was unanimously passed.

*New Business*

*Financial Report.*

Mr. Benkert presented a spreadsheet of the revenues and expenses of the Foundation in 2009, and year-to-date in 2010. Mr. Benkert discussed the revenues and expenses of the Foundation anticipated during the coming calendar quarter.

*Old Business.*

*Status of Foundation Web Site.*

Mr. Benkert reported that the Foundation's web site has been published on the Internet since December 4, 2009. Mr. Bassett made a contribution through the website using the Paypal credit card processing, which is functioning as it should.

*Report on Status of IRS Application.*

Mr. Benkert reported that under current IRS processing times, an IRS response to the Foundation's Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code should be received during the first week of February. That response may be issuance of a determination letter, a request for minor additional information, or notice that the application is being referred for more significant follow up.

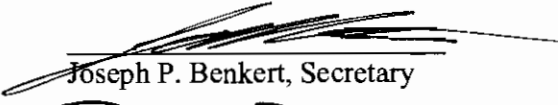
*Report on Public Education and Fundraising Programs.*

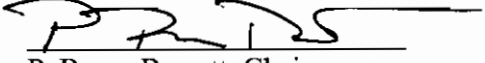
Mr. Benkert reported on the status of the Foundation's public education and fundraising programs. He outlined the types of messages he has proposed for educational and fundraising programs. Mr. Benkert discussed the preliminary broadcast and print promotion strategy he has been working on with Ms. Hunt and her husband, James Hunt of Hunt Media Ventures and Hunt-Vincent Advertising. Mr. Benkert reported on the status of solicitations to 9-1-1 industry vendors, and commercial sponsors. Mr. Benkert also reported that he will be meeting with Mr. Bassett to develop the balance of the promotion and fundraising plan, including the Internet portion of the plan.

*Grant Policy.*

The Board discussed the Grant Policy and Procedures presented at the November 16, 2009 Board Meeting. Mr. Crosby moved its approval, Mr. Bassett seconded the motion, and the Grant Policy and Procedures were unanimously approved.

There was no further business, and on motion made, seconded and carried unanimously, the meeting was adjourned.

  
Joseph P. Benkert, Secretary

  
P. Bryan Bassett, Chairperson

  
Roger Crosby, Vice Chairperson

9-1-1 Colorado Foundation

**Grant Policy**

Adopted: January 11, 2010

**I. Purpose.**

Grants will be provided to Colorado Emergency Telephone Authorities and/or Emergency Call Centers to fund the purchase of equipment, software, systems or services to modernize and improve the Colorado's 9-1-1 System, including Emergency Notification Services ("ENS"). When the primary goal of modernizing Colorado's 9-1-1 System has been largely achieved, grants may also be made to local public service organizations to fund the purchase of First Responder equipment and systems, and training. Examples of purposes for which grants will be made include:

- A. Purchase of equipment, systems or services necessary for Colorado jurisdictions which are not Wireless 9-1-1 Phase II compliant (capable of identifying the location of, and provide a callback number for, people calling 9-1-1 with cell phones), to become Phase II compliant.
- B. Upgrade of Colorado Emergency Call Centers, to be "Next Generation 9-1-1 Ready."
- C. Upgrade of the 9-1-1 Network to a broadband, IP-based Next Generation 9-1-1 Network capable of, among other things, transporting text and video messages to Emergency Call Centers and allowing Call Centers to inter-operate,
- D. Subscription to ENS services by Public Safety Authorities in Colorado counties otherwise unable to afford them.
- E. Lifecycle replacements of 9-1-1 equipment, systems and software.
- F. , Purchase of First Responder training and equipment, such as fire trucks, resuscitators, bulletproof vests for police officers (after the Colorado 9-1-1 Network and Emergency Call Systems have been upgraded to Next Generation 9-1-1 state-wide, and Colorado Counties desiring to subscribe to ENS services have done so).

**II. Grant Procedure.**

- A. Grant Notice.

When the Board Foundation has raised sufficient funds to make grants which will meaningfully serve the purpose of modernizing the Colorado 9-1-1 System, it will provide each Colorado Emergency Telephone Service Authority with notice of its intent to accept grant applications ("Notice"). The Notice shall include:

1. Amount available for grants.
2. Purposes for which grants will be made.
3. Instructions and guidelines for preparation and submission of applications for the grants, including deadline for filing grant applications and required supporting documentation.
4. Criteria and priorities on which grants will be awarded.
5. A draft of the Grant Agreement a grantee will be required to sign prior to final award of a grant. (The generic Grant Agreement will require some modification pertinent to the purpose for which the grant is made).
6. Reserve the right to condition grants on matching funds where the grant application shows that the grantee has some funds which could be applied to the purpose for which the grant is made, but such funds are insufficient to meet anticipated costs.
7. Reference to APCO (“Association of Public-Safety Communications Officials”) or NENA (“National Emergency Number Association”) recommendations for the number of dispatch seats, for example, which an Emergency Call Center should have based upon specified criteria such as population served or annual call volumes, and require the grant applicant to explain any proposed departure from those standards.

B. Application Review.

The Foundation also will review the grant applications for:

1. Compliance with the Grant Notice, including the purposes for which the grant is requested and compliance with the instructions and guidelines.
2. Assurance that the total grantee funding, including grant amounts and matching funds (if proposed or available), is realistic for the purpose for which the funds are sought.

C. Publication of List of Timely Applications

The Foundation will publish a list of grant applications received by the applicable deadline, along with a summary of each grant proposal.

D. Ranking of Applications.

The Foundation will rank the applications according to the criteria and priorities approved by the Board and announced in the Grant Notice. The Chief Executive Officer will submit to the Board a proposal for approval and funding of grants

based upon the ranking of the applications, along with a summary of each application which was timely received.

E. Approval of Grants.

The Board of Directors will review and approve, disapprove or approve with modifications, the proposal for approval and funding of grants. For example, the Board of Directors may elect to make several small grants instead of one large grant from available funds.

F. Notices of Award and Negotiation of Grant Agreements.

Upon Board approval, the Foundation will:

1. Provide notices advising each grant applicant of the award or non-award of their grant applications, and will fill in the checkboxes and blanks in the model Grant Agreements as appropriate to each grant
2. Prepare and negotiate with the grant applicant the terms of the Grant Agreement. If a Grant Agreement cannot be successfully negotiated, the Board may rescind the grant and approve grants to the next highest ranked grant proposals.
3. The Grant Agreement may require that:
  - a. The grantee provide periodic progress/status reports regarding the project for which the grant was made.
  - b. The grantee provide reports and certifications signed by the grantee and its vendor(s) of completion of milestones requiring disbursement of grant funds.
  - c. the grantee provide a final project report and accounting to the Foundation.
  - d. Grant funds to be disbursed directly to vendors.
  - e. Any Grant funds remaining upon completion of the project be returned to the Foundation.
4. The Grant Agreement may specify terms to be included in agreements with any vendors from whom equipment, systems or services will be obtained under the grant. Specific provisions be included in the agreement between the grantee and its vendor for the protection of the Foundation may include:

- a. Disbursement of funds is conditioned upon achievement of milestones.
- b. A reasonable portion of the purchase price to be withheld pending final approval of all deliverables.
- c. Final disbursements are not made until project completion and successful testing or inspection of the deliverables.
- d. Any excess grant funds are returned to the monies the Foundation has available for grant.
- e. The Foundation shall have subrogation rights with respect to any claims the grantee may have against a vendor.

G. Reservation and Disbursement of Funds.

Upon mutual execution of a Grant Agreement, the amount of each grant will be reserved for the specific project, and funds will be disbursed as appropriate to the grant. In most cases, disbursement will be made directly to the vendor(s) selected by the grantee. This will (i) allow the Foundation to continue to earn interest on the funds until they are expended, (ii) avoid the potential for the funds to be applied to other purposes by the state government or a subdivision thereof, as has occurred in some states, (iii) assure compliance with the Grant Agreement, and (iv) provide vendors with assurance of availability of funds. An initial amount might be disbursed for the hiring of a consultant to assist the grantee with the preparation and publication of an Request For Proposal and evaluation of proposals received, with additional amounts disbursed for compensation of the consultant during the evaluation process, and disbursements made to the vendor ultimately selected to provide the equipment, software, systems or training in accordance with the contract awarded the grantee and the contract with the vendor. Specific documentation or inspections by Foundation representatives may be required as a condition to any specific disbursement, to assure achievement of the purposes for which the grant was made.

H. Publication of Grant Information.

The Foundation will publish summaries of the grants, project status, and results on the Foundation website.

### III. Records

In addition to the 9-1-1Colorado Foundation's accounting records, the following records will be kept with respect to each grant:

- A. Copies of the Grant Notice given to the Colorado Emergency Telephone Service Authorities ("ETSA")/Emergency Call Centers that funds are available for grant,

- including the criteria and requirements for grant applications and the form of the Grant Agreement.
- B. Copies of the Notice of Applications Received, that will be provided to the ETSSAs/Emergency Call Centers which were provided the Grant Notice, and will list the applications received by the application deadline.
  - C. Copies of the Grant Applications for which awards are made, and copies of the summaries of the Grant Applications received which the Foundation's CEO will prepare for the Foundation's Board of Directors.
  - D. A copy of the CEO's Memorandum to the Board summarizing the Grant Applications received, ranking them according to the criteria announced in the Grant Notice, and recommending the Grant Applications to be awarded.
  - E. Copies of the Board Resolution(s) approving, approving with changes, or disapproving the CEO's ranking of Grant Applications and recommendations of Grant Award.
  - F. Copies of the Notices of Award provided to the Grant Applicants whose applications were approved, along with a copy of the Grant Agreement as amended to apply to the specific grant.
  - G. Copies of the final Grant Agreements.
  - H. Copies of the agreements between the grantee and its vendor(s) which are to be wholly or partially funded by the grant.
  - I. Copies of the periodic status reports provided by each grantee, as well as the reports or certifications signed by the grantee and its vendor(s) upon completion of milestones at which disbursements are required.
  - J. Copies of the grantee's Final Report and Accounting for the grant project.
  - K. Copies of all correspondence between the Foundation and the grantee pertaining to the grant or the grant project, and any other records or notes regarding the grant which are prepared by the Foundation.
  - L. Copies of the Foundation's accounting for the project, showing the funds earmarked, disbursed, and any remaining balance transferred back to the Foundation's operating account for application to other programs or expenses.

#### **IV. Oversight.**

- A. The 9-1-1Colorado Foundation's grant application form, and Grant Agreement, will each require the grant applicant's/grantee's assent to the appropriate oversight provisions.

- B. The specific provisions and procedures for oversight of distributions will vary with the purpose for which the grant is made. For example, if a grant is made to fund the purchase of off-the-shelf products, computer monitors for example, the Foundation might require a purchase order or receipt prior to disbursing the funds to the grantee to make the purchase, paying the vendor directly, or reimbursing the grantee. The grantee's certification and documentation (an accounting) that the funds were used for the purposes provided will be required in all cases.
- C. Many purchases made by Emergency Telephone Service Authorities, and the type of purchases for which the Foundation anticipates grant requests will be made, are much more complex. They many involve the purchase, fabrication, customization and/or installation of complex systems, often integrated hardware and software systems, and training in the use of those systems. These projects can take from three weeks to 24 months to complete, and there must be a carefully planned and managed transition from the existing Emergency Call Center systems to the new systems to avoid interruption of Call Center operations. Training is often required prior to *and* after the transition to the new system is completed. Oversight provisions for more complex projects to which the grantee may be required to assent in the grant application form and Grant Agreement include:
1. Grant funds will be used only for the purposes proposed by the applicant/grantee and for which the grant has been made.
  2. Grantee shall file periodic written reports regarding the status of the project, compliance with grant terms, and use of grant funds.
  3. Grantee will promptly provide information regarding the grant and project which the Foundation may request.
  4. The Foundation shall have the right to inspect any work for which the grant was made, prior to and upon completion of the project.
  5. The Foundation shall have the right to audit the grantee's use of the funds, prior to and upon completion of the project (unless the Foundation disburses funds directly to vendors).
  6. Grantee shall provide a final report and accounting upon completion of the project.
  7. The Foundation shall have the right to withhold or recover funds in case such funds are, or appear to be, misused, pending resolution of such issues to the Foundation's reasonable satisfaction.
  8. Disbursement of grant funds shall be conditioned upon achievement of project "milestones," as agreed upon in the contract between grantee and its vendor(s) and approved by the Foundation.



9. Project milestones requiring payments to vendor shall be conditioned upon successful testing or inspection of the deliverables due through each milestone, and grantee and vendor providing written certification of completion of the milestone including successful testing.
10. The agreement between the grantee and its vendor shall require a reasonable portion of the purchase price to be withheld pending final approval of all deliverables.
11. Any excess grant funds disbursed to grantee shall be returned to the Foundation
12. The Foundation shall have subrogation rights with respect to any claims the grantee may have against a vendor, and any portion of the contract price not applied to cure a vendor default shall be for the account of the Foundation.